

GOODWIN PROCTER LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
T: 212.813.8800
F: 212.355.3333
Michael H. Goldstein (admitted *pro hac vice*)
Barry Z. Bazian
mgoldstein@goodwinlaw.com
bbazian@goodwinlaw.com

*Counsel to Urban Edge Properties LP
and its subsidiaries*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF WITHDRAWAL OF OBJECTIONS AND MOTION OF
URBAN EDGE PROPERTIES LP**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, subject to the entry of an order substantially in the form attached as Exhibit A to *Transform Holdco LLC's Omnibus Reply in Support of Assumption and Assignment of Designated Leases* [**Docket No. 3654**], Urban Edge Properties LP ("Urban Edge"), on behalf of UE Bruckner Plaza LLC and UE Montehiedra Acquisition LP, hereby withdraws the (1) *Objection of Urban Edge Properties LP to Notice and Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* [**Docket No. 2265**] (the "Initial Objection")² filed on January 31, 2019; (2) *Objection of Urban Edge Properties LP to Notice of Assumption and Assignment of Additional Designatable Leases* [**Docket No. 3560**] filed on May 3, 2019; and (3) *Motion of Urban Edge Properties LP for Leave to File Under Seal Its Objection and Supporting Declarations in Response to Transform Holdco LLC's Notice of Assumption and Assignment of Additional Designatable Leases* [**Docket No. 3563**] filed on May 3, 2019.

Dated: New York, New York
May 7, 2019

/s/ Michael H. Goldstein
GOODWIN PROCTER LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
T: 212.813.8800
F: 212.355.3333
Michael H. Goldstein (admitted *pro hac vice*)
Barry Z. Bazian
mgoldstein@goodwinlaw.com
bbazian@goodwinlaw.com
*Counsel to Urban Edge Properties LP
and its subsidiaries*

² Urban Edge filed the Initial Objection on behalf of four landlords: UE Bruckner Plaza LLC, UE Montehiedra Acquisition LP, Urban Edge Caguas LP and UE 839 New York Avenue LLC. For avoidance of doubt, Urban Edge is not withdrawing the Initial Objection as it relates to Urban Edge Caguas LP and UE 839 New York Avenue LLC (the leases of which landlords have not at this time been designated for assumption or assignment).